

## **Exhibit 46**

股票代碼：2442



# 美齊科技股份有限公司

## 九十六年度

## 年報

刊印日期：中華民國九十七年五月十四日

查詢本年報之網址：

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**Stock Code: 2442**



**JEAN Co., Ltd.**

# **2007 Annual Report**

**Date Published: May 14, 2005**

**Annual Report Inquiry Website: <http://mops.tse.com.tw>**

## 二、董事、監察人、總經理、副總經理、協理、各部門及分支機構主管資料：

## (一)董事及監察人：

## (1)基本資料

97年04月08日

職稱	姓 名	選(就)任日期	任期	初次選任日期	選任時持有股份		現在持有股數		配偶、未成年子女現在持有股份		利用他人名義持有股份		主要經(學)歷		目前兼任本公司及其他公司之職務	具配偶或二親等以內關係之其他主管、董事或監察人		
					股數	持股比率	股數	持股比率	股數	持股比率	股數	持股比率				職稱	姓 名	關係
董事長	林鎮源	96.06.08	三年	93.12.31	44,857,228	17.94%	44,857,228	17.94%	0	0%	0	0%	碩士	中華映管(股)公司董事長/總經理	JERRY INV.: 董事 JEFFREY INV.: 董事 JEAN(M): 董事	監察人	林傳凱	父子
董事兼任總經理	陳修乾	96.06.08	三年	93.12.31	0	0%	0	0%	0	0%	0	0%	碩士	中華映管(股)公司副總經理	高創(蘇州)電子公司: 董事 JEAN(M): 董事 美齊光電(上海)公司: 董事長	無	-	-
董事兼任副總經理	盛捷開發有限公司法人代表: 許張義	96.06.08	三年	86.06.29	200,000	0.08%	200,000	0.08%	0	0%	0	0%	學士	七星輪胎公司業務經理	美齊光電(上海)公司: 董事 高創(蘇州)電子公司: 董事長 高輔投資(股)公司: 監察人 富達電子(吳江)有限公司: 董事長	無	-	-
董事	劉政林	96.06.08	三年	92.06.06	0	0%	0	0%	0	0%	0	0%	碩士	東亞科技(股)公司董事長	東亞科技(股)公司: 董事長 華晶科技(股)公司: 獨立監察人 大甲興業(股)公司: 董事 東芯投資(股)公司: 董事 東雅電子(股)公司: 法人董事代表人 映達連(股)公司: 董事	無	-	-
董事	姚崇誠	96.06.08	三年	93.12.31	0	0%	0	0%	0	0%	0	0%	學士	白砂電機總經理	吉立電子(蘇州)有限公司: 總經理 廣運機械工程(股)公司: 監察人	無	-	-
監察人	莊嘉福	96.06.08	三年	92.06.06	0	0%	0	0%	0	0%	0	0%	學士	輝珂公司董事長	常田海鮮餐廳(股)公司: 董事	無	-	-
監察人	盛凱開發有限公司法人代表: 林傳凱	96.06.08	三年	93.12.31	200,000	0.08%	650,000	0.26%	0	0%	0	0%	學士	University California Santa Barbara	高輔投資(股)公司: 董事	董事	林鎮源	父子
監察人	路呈麟	96.06.08	三年	92.06.06	850,000	0.34%	850,000	0.34%	0	0%	0	0%	學士	高輔投資(股)公司顧問	無	無	-	-

## 美齊科技股份有限公司財務報表附註(續)

## 2.財務風險資訊

## (1)市場風險

本公司將因外匯匯率變動而使外幣存款、應收帳款及應付帳款而產生價值波動之風險。

## (2)信用風險

本公司主要潛在信用風險係源自應收票據及帳款之金融商品，為減低信用風險，本公司持續地評估客戶之財務狀況，並適時調整給予之授信額度，且定期評估應收帳款回收之可能性，必要時提列備抵呆帳，截至民國九十六年及九十五年十二月三十一日止，本公司應收票據及帳款餘額83%及74%分別係由本公司之前五大銷貨客戶組成，使本公司之應收票據及帳款有信用風險集中之情形。

## (3)流動性風險、現金流量風險及未來現金需求之不確定性

本公司民國九十六年度及九十五年度均保持適當之營運資金及未動用之銀行額度以支應，以避免產生無法籌措資金以履行合約義務之流動性風險。

## (4)利率變動之現金流量風險

本公司之短期及長期借款係屬浮動利率之債務，故市場利率變動將使其短期及長期借款之有效利率隨之變動，而使其未來現金流量產生波動，市場利率增加1%，將使本公司民國九十六年度及九十五年度現金流出分別增加35,804千元及25,063千元。

## 五、關係人交易

## (一)關係人之名稱及關係

關係人名稱	與本公司之關係
英屬維京群島JEFFREY INVESTMENT LTD. (JEFFREY)	本公司之子公司
高創(蘇州)電子有限公司(高創電子)	本公司之子公司
中華映管股份有限公司(中華映管)	其董事長為本公司董事長二等親
美齊光電有限公司(美齊光電)	本公司之子公司
高輔投資股份有限公司(高輔公司)	對本公司持股超過10%之股東

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**II. Materials of directors, monitors, general managers, vice general managers, assistant managers and supervisors of individual departments and branches:**

(i) Directors and monitors:

## (1) Basic information

Apr. 8, 2008

Title	Name	Date of selection and appointment (assumption of duty)	Tenure	Time of initial selection and appointment	Shares held at selection and appointment		Shares held currently		Shares currently held by spouse / minor children		Shares held in the name of others		Major experiences (education background)		Position held concurrently at other companies	Other supervisors, directors and monitors that have spouse relationship or parent-child relationship		
					Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio				Title	Name	Relationship
Chairman	Lin Zhenyuan	Jun. 8, 2007	3 yrs	Dec. 31, 2004	44,857,228	17.94%	44,857,228	17.94%	0	0%	0	0%	Master	Chairman / General Manager of Chunghwa Picture Tubes Ltd.	JERRY INV.: Director JEFFREY INV.: Director JEAN (M): Director	Monitor	JERRY LIN	Father-son
Chairman & President	Chen Xiuqian	Jun. 8, 2007	3 yrs	Dec. 31, 2004	0	0%	0	0%	0	0%	0	0%	Master	Vice General Manager of Chunghwa Picture Tubes Ltd.	K-Tronics (Suzhou) Technology Co., Ltd.: Director JEAN (M): Director JEAN OPTO-ELECTRONICS (Shanghai) TECHNOLOGY CO., LTD.: Chairman	None	-	-
Chairman & Vice President	Legal representative of Shengjie Development Co., Ltd.: Xu Zhangyi	Jun. 8, 2007	3 yrs	Jun. 29, 1997	200,000	0.08%	200,000	0.08%	0	0%	0	0%	Bachelor	Business Manager of SEVEN STARS RUBBER CO., LTD.	JEAN OPTO-ELECTRONICS (Shanghai) TECHNOLOGY CO., LTD.: Director K-Tronics (Suzhou) Technology Co., Ltd.: Chairman Gaofu Investment Co., Ltd.: Monitor Fuda Electronics (Wujiang) Co., Ltd.: Chairman	None	-	-

Director	Liu Zhenglin	Jun. 8, 2007	3 yrs	Jun. 6, 2003	0	0%	0	0%	0	0%	0	0%	Master	Chairman of Eastern Asia Technology Limited	Eastern Asia Technology Limited: Chairman Altek Corporation: Independent monitor Dajia Xingye Co., Ltd.: Director Dongxin Investment Co., Ltd.: Director Eastech Electronics (Taiwan) Inc.: Representative of juridical person directors Yingdalian Co., Ltd.: Director	None	-	-
Director	Yao Chongcheng	Jun. 8, 2007	3 yrs	Dec. 31, 2004	0	0%	0	0%	0	0%	0	0%	Bachelor	General Manager of Bai-Sha Electronics Co., Ltd.	Jili Electronics (Suzhou) Co., Ltd.: General Manager Kenmec Mechanical Engineering Co., Ltd.: Monitor	None	-	-
Monitor	Zhuang Jiafu	Jun. 8, 2007	3 yrs	Jun. 6, 2003	0	0%	0	0%	0	0%	0	0%	Bachelor	Chairman of Huike Co., Ltd.	Changtian Seafood Restaurant Co., Ltd.: Director	None	-	-
Monitor	Legal representative of Shengkai Development Co., Ltd.: JERRY LIN	Jun. 8, 2007	3 yrs	Dec. 31, 2004	200,000	0.08%	650,000	0.26%	0	0%	0	0%	Bachelor	University California Santa Barbara	Gaofu Investment Co., Ltd.: Director	Director	Lin Zhenyuan	Father-son
Monitor	Lu Chenglin	Jun. 8, 2007	3 yrs	Jun. 6, 2003	850,000	0.34%	850,000	0.34%	0	0%	0	0%	Bachelor	Consultant of Gaofu Investment Co., Ltd.	None	None	-	-

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**Notes to Financial Statements of Jean Group (Continued)****2. Financial risk information****(1) Market risks**

The Company's value fluctuation risks that will be incurred to foreign currency deposits, accounts receivable and accounts payable by foreign exchange rate movements.

**(2) Credit risks**

The Company's major potential credit risks are from the financial commodities of notes receivable and accounts receivable. In order to reduce credit risks, the Company carries out sustained evaluation on customers' financial position and adjusts line of credit offered to them as appropriate. In addition, the Company also regularly evaluates the possibility of recovering accounts receivable and makes provision for allowance for bad debts when necessary. Up to Dec. 31, 2007 and Dec. 31, 2006, 83% and 74% balance of notes receivable and accounts receivable was respectively constituted by the top five trade debtors of the Company, which makes the credit risks of notes receivable and accounts receivable centralized.

**(3) Liquidity risks, cash flow risks, and uncertainty of future cash demands**

The Company kept appropriate working capital and bank credit not tapped to cope with situations both in 2007 and 2006, so as to avoid the liquidity risk of not being able to raise funds to fulfill contractual obligations.

**(4) Cash flow risks of interest rate changes**

The Company's short-term and long-term loans are floating-rate debts. Therefore, the changes of market interest rate will make the short-term and long-term loans fluctuate along with the changes, leading to the fluctuation of future cash flow. If market interest rate is up by 1%, the cash flow of the Company in 2007 and 2006 will increase by NT \$ 35,804,000 and NT \$ 25,063,000 respectively.

**V. Related party transactions****(i) Related party name and relationship**

<b>Name of related party</b>	<b>Relationship with the Company</b>
JEFFREY INVESTMENT LTD. (JEFFREY), the British Virgin Islands	Subsidiary of the Company
K-Tronics (Suzhou) Technology Co., Ltd. (K-Tronics)	Subsidiary of the Company
Chunghwa Picture Tubes Ltd. (CPT)	Its Chairman has parent-child relationship with Chairman of the Company
JEAN OPTO-ELECTRONICS TECHNOLOGY CO., LTD. (JEAN OPTO-ELECTRONICS)	Subsidiary of the Company
Gaofu Investment Co., Ltd. (Gaofu Ltd.)	Shareholder that holds more than 10% equity of the Company





December 19, 2014

**Certification**

**Park IP Translations**

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from Chinese into English of the Jean annual report 2007.

A handwritten signature in black ink that reads 'Sabrina Smith'. The signature is written in a cursive style. Below the signature is a horizontal line.

Sabrina Smith

Project Manager

Project Number: CRM\_1412\_011

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